

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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|--|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> , ¹ |) | Case No. 22-90273 (MI) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**AMENDED² AGENDA FOR HEARING ON
MOTIONS SCHEDULED FOR OCTOBER 31, 2022 AT 5:00 P.M.
(PREVAILING CENTRAL TIME), BEFORE JUDGE ISGUR AT THE
UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT
OF TEXAS, AT COURTROOM 404, 515 RUSK STREET, HOUSTON, TEXAS 77002**

I. Matters Going Forward.

- 1. Bidding Procedures Motion.** *Debtors' Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91].*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Amended items appear in **bold**.

Related Documents.

- A. Initial Sale Procedures Order.** *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Rejection Procedures and Certain Assumption and Assignment Procedures and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Further Hearing on the Approval of the Debtors' Proposed Bidding Procedures and Related Relief* [Docket No. 191].
- B. Notice of Filing Initial Cure Schedule.** *Notice of Filing of Cure Schedule in Connection with Proposed Sale* [Docket No. 209].
- C. Final Sale Procedures Order.** *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256].
- D. Stipulated Order Scheduling Hearing on Sale of CN Pledgor Assets.** *Stipulation and Agreed Order By and Among Compute North LLC, Compute North NE05 LLC, CN Wolf Hollow LLC, and Generate Lending, LLC Concerning Certain Project Management Agreements, Signed on 10/25/2022* [Docket No. 266].
- E. Notice of Successful Bidder for CN Pledgor Assets.** *Notice of Successful Bidder for CN Pledgor Assets* [Docket No. 331].
- F. Proposed Sale Order for CN Pledgor Assets.** *Notice of Proposed Order (I) Approving the Sale of Debtor CN Pledgor LLC's Equity Interests in CN Borrower LLC Free and Clear of All Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief* [Docket No. 332].
- G. Notice of Filing Supplemental Cure Schedule.** *Notice of Filing of Supplemental Cure Schedule in Connection with Proposed Sale* [Docket No. 334].
- H. Notice of Revised Asset Purchase Agreement.** *Notice of Revised Asset Purchase Agreement Relating to Successful Bidder for CN Pledgor Assets* [Docket No. 347].
- I. Declaration of Drake Harvey.** *Declaration of Drake Harvey in Support of Entry of an Order (I) Approving the Sale of Debtor CN*

Pledgor LLC's Equity Interests in CN Borrower LLC Free and Clear of All Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief [Docket No. 349].

- J. **Declaration of Ryan Hamilton.** *Declaration of Ryan Hamilton in Support of Entry of an Order (I) Approving the Sale of Debtor CN Pledgor LLC's Equity Interests in CN Borrower LLC Free and Clear of All Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief [Docket No. 348].*
- K. **Notice of Revised Proposed Sale Order.** *Notice of Revised Proposed Order (I) Approving the Sale of Debtor CN Pledgor LLC's Equity Interests in CN Borrower LLC Free and Clear of All Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief [Docket No. 350].*

Responses.

- A. **Sphere 3D Limited Objection.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. in Connection with the Debtors' Proposed Sale of Assets and Potential Assumption and Assignment of Executory Contracts [Docket No. 136].*
- B. **TZ Capital Holdings Limited Objection.** *TZ Capital's Limited Objection to, and Reservation of Rights Regarding, the Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d) [Docket No. 150].*
- C. **Marathon Digital Objection.** *Objection and Reservation of Rights of Marathon Digital Holdings, Inc. to and Regarding Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase*

Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d) [Docket No. 152].

- D. Committee Limited Objection.** *Official Committee of Unsecured Creditors' Limited Objection and Reservation of Rights in Connection with the Debtors' Proposed Bidding Procedures and Sale of Assets [Docket No. 158].*
- E. Generate Limited Objection.** *Generate Lending, LLC's Limited Objection and Reservation of Rights to the Debtors' Emergency Motion for Entry of the Bidding Procedures/De Minimis Asset Sale Order [Docket No. 164].*
- F. Alder Limited Objection to Cure Schedule.** *Limited Objection of Alder Opportunity, LP, Alder SPV I, LLC, and Alder BTC Holdings, LLC to Debtors' Notice Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 263].*
- G. Constellation Objection to Cure Schedule.** *Objection to Assumption and Assignment of Contracts and Cure Amounts and Reservation of Rights of the Constellation Affiliates. [Docket No. 272].*
- H. GEM Mining Limited Objection.** *Limited Objection and Reservation of Rights of GEM Mining 1, LLC in Connection with Debtors' Proposed Assumption and Assignment of Certain GEM Mining Contracts and Proposed Sale [Docket No. 341].*
- I. Sphere 3D Limited Objection.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. Regarding the Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 343].*

Status: This matter is going forward solely with respect to the Revised Proposed Sale Order for CN Pledgor Assets filed at Docket No. 350.

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Dated: October 31, 2022
Houston, Texas

/s/ James T. Grogan III

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Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on October 31, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan III

James T. Grogan III